

**UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



Prefix

#### **FORM D**

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

07047808	
SEC USE ONLY	

Serial

Telephone Number (Including Area Code)			CTION 4(6), ANI			DATE	RECEIVED
Private Placement of Limited Partnership   Rule 504   Rule 505   Rule 506   Section 4(6)   ULDE   MAR 2 0 2007		UNIFORM LIN	1ITED OFFERI	IG EXEMPTION	}	1	1
Private Placement of Limited Partnership   Rule 504   Rule 505   Rule 506   Section 4(6)   ULDE   MAR 2 0 2007					<u>L</u>	1000	TO FOOD
Private Placement of Limited Partnership   Rule 504   Rule 505   Rule 506   Section 4(6)   ULDE   MAR 2 0 2007	Name of Offering ( check if	this is an amendment and n	ame has changed, and	indicate change.)		L ME	JUESSEI
Part   Check box(cs) that apply):   Rule 504   Rule 505   Rule 506   Section 4(6)   ULOE   MAR 2 0 2007	Private Placement of Limited Partner	rship Interests of TWM P	rivate Capital Part	nership, L.P.			
Enter the information requested about the issuer					ULOE		AR 2 0 2007
A. BASIC IDENTIFICATION DATA    File   File	Type of Filing:	ng 🗵 Amendment				Ω	~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~
Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: TX  CN for Canada; FN for other foreign jurisdiction)  ENERGAL INSTRUCTIONS  **SERERAL INSTRUCTIONS**  **SERERAL INSTRUCTIONS**  **Service are between the state of the st	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		A. BASIC IDENTIF	CATION DATA			
Same of Issuer   C   Chock if this is an amendment and name has changed, and indicate change.)   Trephone Number (Including Area Code)	1. Enter the information requested a	bout the issuer					
Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: TX  CN for Canada; FN for other foreign jurisdiction)  CENERAL INSTRUCTIONS  **Referal:			ame has changed, and	indicate change.)			LUANIACIAT.
Stop Principal Business Operations (No. and Street, City, State, Zip Code)   Telephone Number (Including Area Code)		No and Street Ci	ty State Zin Code)	<del></del>	Telephone Nu	mber (Includin	g Area Code)
Actual or Estimated Date of Incorporation or Organization: (Ener two-letter U.S. Postal Service abbreviation for State: TX  CN for Canada; FN for other foreign jurisdiction)    Composition   Service   Servi			ty, built, zip code,		•	•	-
Brief Description of Business Proper of Business Organization   District   Di	Address of Principal Business Opera	tions (No. and Street, Ci	ty, State, Zip Code)	Telephone Nu	<del> </del>		
Type of Business Organization	(if different from Executive Offices)						· · · · · · · · · · · · · · · · · · ·
Imited partnership, already formed other (please specify) business trust   limited partnership, to be formed   other (please specify) business trust   limited partnership, to be formed   other (please specify) business trust   limited partnership, to be formed   O 2 0 4   March   Estimated   O 2 0 4   March   Estimated   O 2 0 4   March   Estimated   O 2 0 4   March   O 2 0 4   March   O 2 0 4   March   O 2 0 0 0 0 4   March   O 2 0 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0 0   O 2 0 0 0 0 0   O 2 0 0 0 0 0   O 2 0 0 0 0 0   O 2 0 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0   O 2 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0 0   O 2 0 0   O 2 0 0 0   O 2 0 0   O 2 0 0   O 2 0 0   O 2 0 0   O 2 0 0   O 2 0 0   O 2 0 0   O 2 0 0   O 2 0 0   O 2 0 0   O 2 0 0   O 2 0 0   O 2 0 0 0   O 2 0 0   O 2 0 0   O 2 0 0   O 2 0 0   O 2 0 0	Brief Description of Business						
Imited partnership, already formed   other (please specify)			<del></del>				
business trust    Imited partnership, to be formed   Month   Year	<del>-</del>	×	limited partner	ship, already formed			other (please specify)
Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: TX  CN for Canada; FN for other foreign jurisdiction)  SENERAL INSTRUCTIONS  Sederal:  **Rho Mult File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230:501 et seq. or 15 U.S. C. 774(6).  **Rho File: A notice must be filed so later than 15 days after the first sale of securities in the offering. A notice is december to the SEC at the address given below n; if received a that address after the date on which it is due, on the date it was mailed by Uniced States registered or certified mail to that address.  ***Phere To File: A notice must be filed so later than 15 days after the first sale of securities in the offering.  **Phere To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20049.  **Poples Required: First (15) soughs of this notice must be filed with the SEC, one of which must be manually signed must be photocopies of the manually signed copy or bear typed or printe ignatures.  **Algorithms Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material shange from the information previously supplied in Parts A and B. Part E said the Appendix need not be filed with the SEC.  **Sister: There is no federal filing fee.**  **Islater: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted this form. Issuers relying on ULO autifile a separate notice with the Securities Administrator in each state where sales are to be, or have been made. It is state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the propurount shall accompany this form. This notice shall be filed in the appropriate states will not result In a l	· ·	<del></del> -	•	• •			
Actual or Estimated Date of Incorporation or Organization:    0	Dusiness trust		mintou paraner		Year		
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: TX  CN for Canada; FN for other foreign jurisdiction)  SERERAL INSTRUCTIONS  Sederal:  **Rho Mul File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).  **Rho To File: A notice must be filed un later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date is received by the SEC at the address given below or, if received at that address sher the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  **Phere To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  **Optice Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material plantages.  **July Securities and Exchange Commission and Commission of Securities and Exchange Commission.** As and B. Part E and the Appendix need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material plantages from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  **Siting Free: There is no federal filing fee.** The source on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Its sorties and the exemption of a fee as a precondition to the claim for the exemption, a fee in the propriature of the propriate to file notice in the appropriate states will not result in a loss of the federal exemption. Conver	Actual or Estimated Date of Incort	ooration or Organization:			0 4	★ Actual	☐ Estimated
CN for Canada; FN for other foreign jurisdiction)  GENERAL INSTRUCTIONS  Georgia:  The Mult File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S. C. 77d(6).  When To File: A notice must be filed an later than 13 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date is excited by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  Poples Required: Five(S) expires of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printe ignature.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any materic hanges from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  While Five: There is no federal filing fee.  Siste:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted this form. Issuers relying on ULO and that have adopted this form. Issuers relying on ULO and that have adopted this form. Issuers relying on ULO and the proparation to file in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filling of a federal notice.				<u></u>			
GENERAL INSTRUCTIONS  Federal:  **Ho Mult File**. All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S. C. 774(6).  **Hore To File**. A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it was mailed by United States registered or certified mail to that address.  ***Hore To File*** U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  ***Copies Required.** Eive(5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printe ignatures.  ***Afformation Required*** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material honges from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  ***Filing Five*** There is no federal filing fee.  ***Siste:***  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULO amount shall accompany this form. This notice shall be filed in the appropriate states where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption a fee in the propriation of the propriate federal notice will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.	Jurisdiction of Incorporation or Or	ganization: (Enter two-lette	r U.S. Postal Service a	bbreviation for State:	гх		
February File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).  When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it was mailed by United States registered or certified mail to that address.  Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  Poples Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printe ignatures.  **Agricultured: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  **This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULO must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the propriate to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filling of a federal notice.		CN for Canar	da; FN for other foreign	n jurisdiction)			
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When To File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230-301 et seq, or 15 U.S. C. 77(6).  When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is decreed filed with the U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20349.  Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20349.  Topies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printe ignatures.  Information Regulred: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any materic hanges from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  Tiling Fire: There is no federal filing fee.  Siste:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULO must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the propagate that the notice constitutes a part of this notice and must be completed.  ATTENTION  Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filling of a federal notice.	b. A. A.						
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Topies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies and manually signed must be photocopies of the manually signed copy or bear typed or printe ignatures.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any materic changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  Filing Fee: There is no federal filing fee.  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULO aust file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proparation and the summand of the information requested in Part C, and any materic changes from the state of the state requires the state of the state requires the payment of the sale of the sale payment of the sale of the sale and the sale of the sale requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proparation and the sale law. The Appendix to the notice constitutes a part of this notice and must be completed.  ATTENTION  Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filling of a federal notice.				•	•		
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thanges from the information previously supplied in Parts A and B. Part is and the Appendix need not be nied with the Sec.  Sister: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULO untifie a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the prop amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.  ATTENTION  Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.	signatures.	in all information requested. Amer	dments need only report the	name of the issuer and offering	, any changes thereto, the	information reque	sted in Part C, and any materi
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predicated on the filing of a federal notice.	the appropriate federal	notice will not res	ult in a loss of	an available stat	e exemption u	ınless suc	h exemption is
	predicated on the filing	of a federal notice.			•		
Patential nersons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	production on the ming						
	Patential persons who are to respond to the col	llection of information contained in	this form are not required to	respond unless the form displa	ys a currently valld OMB	cantrol number.	SEC 1972 (2.0

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2.	Enter the information r	equested for the fo	llowing:			
X X	Each beneficial owner	having the power t		vote or disposition of, 10% or		
X X	Each executive officer Each general and mana	and director of cor	porate issuers and of corporate thership issuers.	general and managing partner	s of partnership is	suers; and
_	eck Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner
TΤ	l Name (Last name first, G GP Management, Inc	General Partne	er			- · · · · · · · · · · · · · · · · · · ·
Bυ	siness or Residence Addr 00 Preston Road, Suite 2	ess (Number and S	Street, City, State, Zip Code)			
_	eck Box(es) that Apply:	☐ Promoter	Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
To	li Name (Last name first, lleson, John C., Preside	nt and Secretary				
Bu 550	siness or Residence Addi 10 Preston Road, Suite 2	250, Dallas, Texas			r-7 _	
	eck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partner
Вe	ll Name (Last name first, nnett, Eric W., Vice Pre	sident and Assista	ant Secretary			
Bu 55	siness or Residence Addi DO Preston Road, Suite 1	ess (Number and S 250. Dallas, Texas	Street, City, State, Zip Code) 75205			
	eck Box(es) that Apply:		☐ Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partner
Fu	ll Name (Last name first,	if individual)	S			
Bu	rry, Samuel C., Control siness or Residence Add 00 Preston Road, Suite	ress (Number and S	Street, City, State, Zip Code)		·	
	eck Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Fu	Il Name (Last name first,	if individual)				<u> </u>
Ви	siness or Residence Add	ress (Number and	Street, City, State, Zip Code)			
Ch	eck Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
	Il Name (Last name first,				·	
Ви	siness or Residence Add	ress (Number and	Street, City, State, Zip Code)			
Ch	eck Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Fu	ll Name (Last name first,	if individual)				
Вι	siness or Residence Add	ress (Number and	Street, City, State, Zip Code)			
_		·	<del></del>	<del></del>		

B. INFORMATION ABOUT OFFERING														
<ol> <li>Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering?         Answer also in Appendix, Column 2, if filing under ULOE.     </li> </ol>											Yes	No		
2. W	2. What is the minimum investment that will be accepted from any individual?											<b>\$</b> _100,	000.00	
3. D	oes the o	ffering p	ermit jo	int owne	rship of	a single	unit:						Yes ⊠	No □
in of re (5 fc	indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
	Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)													
Busine	ss or Res	idence A	ddress	(Numbe	r and Str	rect, City	, State,	Zip Cod	le)					
Name	of Assoc	ated Bro	ker or I	Dealer										
States	in Which	Person	Listed H	las Solic	ited or [	ntends to	Solicit	Purchas	sers					All States
(Check		tes" or c	neck ind	(CA)	States)	(CT)	(DE)	[DC]	(FL)	[GA]	[HI]	[ID]		0
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	(MI)	[MN]	[MS]	[MO]		
[MT]	[NE]	[NV]	[NH]	[N]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	(PR)	:	
Full N	ame (Las	t name f	irst, if in	idividua	1)									
Busine	ss or Res	idence /	Address	(Numbe	r and Sti	reet, City	y, State,	Zip Cod	ie)					
Name	of Assoc	iated Bro	oker or I	Dealer								-··		
States	in Which	Person	Listed F	ias Solic	ited or I	ntends t	o Solici	Purcha	sers					All States
•		ates" or o	heck in: [AR]	dividual [CA]	States).	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]		7111 Diales
(AL) (IL)	[NN]	[1A]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
[MT]		[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
Full N	ame (Las	t name f	irst, if i	idividua	1)		···········						- <del></del>	··········
Busin	ess or Re	sidence /	Address	(Numbe	r and St	reet, Cit	y, State,	Zip Cox	de)					
Name	of Assoc	iated Bro	oker or l	Dealer							• •		···	***
States (Chec	in Which k "All St	Person ates" or (	Listed I	las Solid dividual	cited or l States).	Intends t	o Solici	t Purcha	SCFS					All States
[AL]	[AK]	(AZ)	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[ID]		
(IL)	•	[IA]	(KS)	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
[MT]		[NV]	(NH)	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
[Ri]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	(WI)	[WY]	[PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box of and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Equity ..... ☐ Common ☐ Preferred Convertible Securities (including warrants)..... 14,109,376.00 Partnership Interests..... \$ 14,109,376.00 \_\_\_\_)..... Other (Specify \_ Total ..... **\$** 14,109,376.00 14,109,376.00 Answer also in Appendix, Column 3, if filing under ULOE 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero." Number Aggregate Dollar Amount Investors of Purchases 14,109,376.00 20 Accredited Investors O 0 Non-accredited Investors .... Total (for filings under Rule 504 only) ..... N/A Answer also in Appendix, Column 4, if filing under ULOE 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Type of offering Sold Security N/A Rule 505..... N/A N/A Regulation A..... N/A N/A Rule 504..... N/A N/A N/A Total ..... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees.... 0 Printing and Engraving Costs Legal Fees..... $\mathbf{x}$ Accounting Fees n 0 Engineering Fees 0 Sales Commissions (specify finder's fees separately) 0 Other Expenses (identify) ..... Total ..... 10,000

	C. OFFERING PRICE, N	UMBER OF INVESTORS, EXPENSES ANI	) USE	OF PR	OCEEDS	<u> </u>
	and total expenses furnished in response to I	te offering price given in response to Part C-Question Part C-Question 4.a. This difference is the "adjusted	gross			\$ <u>14.099,376.00</u>
5.	each of the purposes shown. If the amount i	ross proceeds to the issuer used or proposed to be use for any purpose is not known, furnish an estimate and total of the payments listed must equal the adjusted of the payments beautiful for the payments.				
	proceeds to the issuer set forth in response t	or any or questions the fact that		Of Dire	nents to ficers, ctors, & filiates	Payments To Others
	Salaries and fees			s		\$
						\$
		ation of machinery and equipment				S
		ings and facilities			0	\$
	Acquisition of other husinesses (inclu	ding the value of securities involved in this offering to sor securities of another issuer pursuant to a merger)	hat	<b>\$</b>		<b>s</b>
	Repayment of indebtedness			\$		\$
						\$
	Other (specify) (investments)			<b>S</b>	×	\$ <u>14.099,376.00</u>
	Column Totals			\$		\$ <u>14,099,376.00</u>
	Total Payments Listed (column totals	added)			\$ <u>14,</u>	099,376.00
		D. FEDERAL SIGNATURE				
.:	arure conclinates an undertaking by the issuer	by the undersigned duly authorized person. If this represented to furnish to the U.S. Securities and Exchange Commercial investor pursuant to paragraph (b) (2) of Rule	ussion,	filed un upon wr	der Rule 5 itten reque	05, the following set of its staff, the
ls	suer (Print or Type)	Signature // /	ate	_		
Т	WM Private Capital Partnership, L.P.	Santal C Por	1arch <u>f</u>	<u>3</u> , 200	7	
N	ame of Signer (Print or Type)	Title of Signer (Print or Type)				
S	muel C. Perry	Controller and Assistant Secretary of TTG GP Mar	agemer	it, Inc., (	General Pa	rtner
		ATTENTION				
_	Intentional misstatements or on	nissions of fact constitute federal criminal vic	lation	s. (See	18 U.S.C	. 1001).

	E. STATE SIGNATURE										
1.		resently subject to any of the disqualification prov	risions of such	Yes	No ⊠						
	See Appendi	ix, Column 5, for state response.									
2.	<ol> <li>The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.</li> </ol>										
3.	<ol> <li>The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.</li> </ol>										
4.	The undersigned issuer represents that the i Offering Exemption (ULOE) of the state in exemption has the burden of establishing th	ssuer is familiar with the conditions that must be s which this notice is filed and understands that the lat these conditions have been satisfied.	satisfied to be entitle sissuer claiming the	d to the Uniformavailability of t	m Limited this						
	e issuer has read this notification and knows dersigned duly authorized person.	the contents to be true and has duly caused this no	tice to be signed on	its behalf by the	e						
lss	uer (Print or Type)	Signature	Date								
TV	VM Private Capital Partnership, L.P.	Sand Chr. March 13, 2007									
Nε	me of Signer (Print or Type)	Title of Signer (Print or Type)									
Sa	muel C. Perry	Controller and Assistant Secretary of TTG GP Management, Inc., General Partner									

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

1		2	3		4			5
	non-action investor (Par	to sell to credited s in State rt B- m 1)	Type of security and aggregate offering price offered in state (Part C- ltem 1)	Туре с	Type of investor and amount purchased in State (Part C-Item 2)			
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	
AL								
AK					<del></del> -			
AZ					<del></del>			
AR					<del></del>			
CA		No	Limited Partnership Interest \$1,622,376	1	\$1,622,376	0	<b>\$</b> 0	No
СО								
СТ								
DE								
DC								
FL								
GA								
ні								
ID								
IL								
IN								
ĪΑ								
KS							_	
KY								
LA								
ME								
MD								
MA					·			
Ml								
MN								
MS								<u> </u>

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# APPENDIX

1		2	3		5					
	non-ac investor (Pa	to sell to credited s in State rt B- n 1)	Type of security and aggregate offering price offered in state (Part C- Item 1)	Туре	Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount			
мо		-								
мт	<u></u>				,					
NE NE		<del>                                     </del>								
NV	-					<del></del>				
NH	<del>                                     </del>					_ <del> </del>				
NJ										
NM	<del> </del>									
NY	†									
NC	1									
ND										
OH										
ОК										
OR										
PA										
RI										
SC				<u> </u>						
SD										
TN										
тх		No	Limited Partnership Interests \$11,347,000	16	\$11,347,000	0	\$0	No		
UT										
VT		No	Limited Partnership Interests \$240,000	ı	\$240,000	0	\$0	No		
VA										
WA					<u> </u>		•	<u> </u>		

### APPENDIX

1		2	3		5					
	non-ac investor (Pa	to sell to ecredited rs in State art B- m 1)	Type of security and aggregate offering price offered in state (Part C- Item 1)	Туре о	Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount			
wv										
wi										
WY										
PR										

